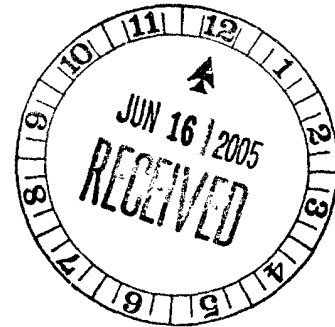


# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588



RECORDATION NO. 25642 FILED

JUN 17 '05 10-36 AM

VIA UPS 2<sup>nd</sup> DAY  
AIR

SURFACE TRANSPORTATION BOARD

June 14, 2005

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 10, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Land O'Lakes Purina Feed LLC  
1080 County Road F West  
Shoreview, MN 55126

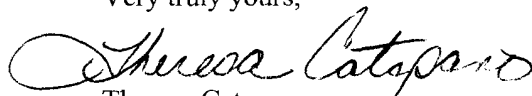
A description of the railroad equipment covered by the enclosed document is nineteen (19) 4750 cu. ft. covered hopper cars, marked FURX, NDYX and UMPX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

  
Theresa Catapano  
Manager of Documentation

Enclosures

(LAOL006)

ASSGN. NO.: LAOL006

JUN 17 '05 10-36 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10<sup>th</sup> day of May, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Land O' Lakes Purina Feed LLC, ("Lessee"), a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 13, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

By: Theresa Catapano

Name: THERESA CATAPANO

Title: MGR. OF DOCUMENTATION Executed on this 10<sup>th</sup> day of MAY, 2005

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of May, 2005.

[Signature]  
Notary Public

My Commission Expires:  
5-2008  
(Notary Public)



LESSEE:

LAND O' LAKES PURINA FEED LLC

ATTEST:

By: R. Michael Liebher

Name: R. Michael Liebher

Title: Director, Logistics

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 29 day of April, 2005.

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Ramsey

I, Kathleen Till Robinson, a Notary Public of the County and State aforesaid, certify that R. Michael Liebher personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of April, 2005.

[Signature]

Notary Public

Commission Expires:

January 31, 2008  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:                      Nineteen (19)

DESCRIPTION OF CARS:                4750 cu. ft. Covered Hopper Cars with trough hatch covers and gravity gates

CAR NUMBERS:

FURX	4109
FURX	463183
FURX	463203
FURX	463218
FURX	463232
FURX	818772
FURX	821493
FURX	822295
FURX	824273
FURX	824604
FURX	824650
FURX	826187
FURX	826899
FURX	826916
FURX	827014
FURX	827058
FURX	832048
NDYX	475242
UMPX	487290
Count:	19